

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (*if known*) _____ Chapter 11 Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

| | | | |
|--|---|--|--|
| 1. Debtor's name | <u>TSI Bradford, LLC</u> | | |
| 2. All other names debtor used in the last 8 years | Include any assumed names, trade names and <i>doing business as</i> names | | |
| 3. Debtor's federal Employer Identification Number (EIN) | <u>30-1141225</u> | | |
| 4. Debtor's address | Principal place of business | Mailing address, if different from principal place of business | P.O. Box, Number, Street, City, State & ZIP Code |
| | <u>399 Executive Blvd., Elmsford, NY 10523</u> | | |
| | Number, Street, City, State & ZIP Code | Location of principal assets, if different from principal place of business | Number, Street, City, State & ZIP Code |
| | <u>Westchester</u> | | |
| | County | | |
| 5. Debtor's website (URL) | <u>www.townsportsinternational.com</u> | | |
| 6. Type of debtor | <input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____ | | |

Debtor **TSI Bradford, LLC**
Name _____Case number (*if known*) _____**7. Describe debtor's business****A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
 Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**7139****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- Chapter 7
 Chapter 9
 Chapter 11. **Check all that apply:**

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years? No.

Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? No Yes.

List all cases. If more than 1, attach a separate list

Debtor See Schedule 1 Relationship _____

District _____ When _____ Case number, if known _____

Debtor

TSI Bradford, LLC

Name

Case number (*if known*) _____**11. Why is the case filed in this district?** Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)** It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

 It needs to be physically secured or protected from the weather. It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options). Other _____**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured? No Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information (on a consolidated basis)**13. Debtor's estimation of available funds**

Check one:

 Funds will be available for distribution to unsecured creditors. After any administrative expenses are paid, no funds will be available to unsecured creditors.**14. Estimated number of creditors**

1-49
 50-99
 100-199
 200-999

1,000-5,000
 5001-10,000
 10,001-25,000

25,001-50,000
 50,001-100,000
 More than 100,000

15. Estimated Assets

\$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million

\$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million

\$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

16. Estimated liabilities

\$0 - \$50,000
 \$50,001 - \$100,000
 \$100,001 - \$500,000
 \$500,001 - \$1 million

\$1,000,001 - \$10 million
 \$10,000,001 - \$50 million
 \$50,000,001 - \$100 million
 \$100,000,001 - \$500 million

\$500,000,001 - \$1 billion
 \$1,000,000,001 - \$10 billion
 \$10,000,000,001 - \$50 billion
 More than \$50 billion

Debtor

TSI Bradford, LLC

Name

Case number (*if known*)**Request for Relief, Declaration, and Signatures**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/21/2020
MM / DD / YYYY

X /s/ John C. DiDonato
Signature of authorized representative of debtor

John C. DiDonato
Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X /s/ Robert S. Brady
Signature of attorney for debtor

Date 10/21/2020
MM / DD / YYYY

Robert S. Brady
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

**1000 North King Street
Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone 302-571-6600 Email address rbrady@ycst.com

2847 (DE)
Bar number and State

SCHEDULE 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the Debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

| Company | Tax ID# |
|-------------------------|----------------|
| TSI Lincoln, LLC | 13-3217462 |
| TSI Cobble Hill, LLC | 13-3285675 |
| TSI East 76, LLC | 13-3680542 |
| TSI West 80, LLC | 13-3694556 |
| TSI Glover, LLC | 52-1842000 |
| TSI First Avenue, LLC | 13-3736708 |
| TSI Broadway, LLC | 11-3000086 |
| TSI East 23, LLC | 13-3834638 |
| TSI Scarsdale, LLC | 13-3593359 |
| TSI East 51, LLC | 13-3866959 |
| TSI West 23, LLC | 13-3896459 |
| TSI Forest Hills, LLC | 11-3327332 |
| TSI East 91, LLC | 13-3910665 |
| TSI Princeton, LLC | 22-3511330 |
| TSI East 36, LLC | 13-3486149 |
| TSI North Bethesda, LLC | 52-2033988 |
| TSI Allston, LLC | 20-2106668 |
| TSI Hoboken, LLC | 22-3539811 |
| TSI Fenway, LLC | 20-2106936 |
| TSI Society Hill, LLC | 23-2931237 |
| TSI West 125, LLC | 13-3978641 |
| TSI Croton, LLC | 13-3982171 |
| TSI Matawan, LLC | 22-3567666 |
| TSI Marlboro, LLC | 22-3567661 |
| TSI Oceanside, LLC | 11-3432030 |
| TSI Staten Island, LLC | 13-4007763 |
| TSI Brooklyn Belt, LLC | 11-3436781 |
| TSI Ramsey, LLC | 22-2396438 |
| TSI Whitestone, LLC | 11-3438769 |
| TSI Springfield, LLC | 22-3598663 |
| TSI Bulfinch, LLC | 20-2107143 |
| TSI West 73, LLC | 13-4020357 |
| TSI Larchmont, LLC | 13-4032565 |
| TSI Commack, LLC | 11-3466826 |
| TSI Long Beach, LLC | 11-2787121 |
| TSI Garden City, LLC | 11-3496320 |

Debtor

TSI Bradford, LLC

Name

Case number (if known)

| | |
|--|------------|
| TSI Connecticut Avenue, LLC | 52-2185711 |
| TSI Highpoint, LLC | 54-1880836 |
| TSI Central Square, LLC | 20-2106837 |
| TSI Court Street, LLC | 11-3549905 |
| TSI Lynnfield, LLC | 04-3100325 |
| TSI Lexington (MA), LLC | 04-2931936 |
| TSI Wellesley, LLC | 04-3259257 |
| TSI West 16, LLC | 13-4145988 |
| TSI West 94, LLC | 13-4159717 |
| TSI West 41, LLC | 13-4162540 |
| TSI Ridgewood, LLC | 13-4178569 |
| TSI South Park Slope, LLC | 11-3576282 |
| TSI Gallery Place, LLC | 90-0016157 |
| TSI Murray Hill, LLC | 13-4185032 |
| TSI Downtown Crossing, LLC | 22-3821061 |
| TSI West 48, LLC | 30-0033088 |
| TSI Westwood, LLC | 01-0715576 |
| TSI Jersey City, LLC | 01-0715570 |
| TSI Newark, LLC | 22-3860893 |
| TSI Waltham, LLC | 45-0489363 |
| TSI Grand Central, LLC | 35-2187324 |
| TSI Astoria, LLC | 81-0611120 |
| TSI Livingston, LLC | 22-3768516 |
| TSI Hoboken North, LLC | 13-4278513 |
| TSI White Plains City Center, LLC | 13-4278511 |
| TSI Bay Ridge, LLC | 56-2457922 |
| TSI Watertown, LLC | 34-2011362 |
| TSI South End, LLC | 34-2011367 |
| TSI Boylston, LLC | 20-3391971 |
| TSI South Station, LLC | 20-2106457 |
| TSI South Bethesda, LLC | 20-3392176 |
| TSI Hawthorne, LLC | 20-3392045 |
| TSI Varick Street, LLC | 20-3442477 |
| TSI Rego Park, LLC | 20-4249854 |
| TSI Radnor, LLC | 20-3601836 |
| TSI Glendale, LLC | 20-4310458 |
| TSI Carmel, LLC | 26-2300417 |
| TSI Newton, LLC | 20-5288787 |
| TSI Clifton, LLC | 20-5306663 |
| TSI West 115th, LLC | 20-5683543 |
| TSI West 145 th Street, LLC | 20-8987153 |
| TSI Morris Park, LLC | 20-5331095 |
| TSI Davis Square, LLC | 20-5330714 |
| TSI Smithtown, LLC | 20-4073505 |
| TSI Bayridge 86th Street, LLC | 20-5330923 |
| TSI Dobbs Ferry, LLC | 20-4742691 |

Debtor

TSI Bradford, LLC

Name

Case number (if known)

| | |
|----------------------------------|------------|
| TSI Butler, LLC | 26-3338194 |
| TSI Columbia Heights, LLC | 20-2602018 |
| TSI Wellington Circle, LLC | 20-5331149 |
| TSI Hicksville, LLC | 26-2720808 |
| TSI Sunnyside, LLC | 26-1150637 |
| TSI Westborough, LLC | 26-2047867 |
| TSI West Hartford, LLC | 26-0850565 |
| TSI Garncerville, LLC | 26-1761910 |
| TSI Deer Park, LLC | 26-3299026 |
| TSI Providence Eastside, LLC | 26-2955808 |
| TSI Bayonne, LLC | 61-1652557 |
| TSI Greenpoint, LLC | 35-2469962 |
| TSI Back Bay, LLC | 38-3906383 |
| TSI Avenue A, LLC | 32-0422162 |
| TSI Dorchester, LLC | 35-2506644 |
| TSI Wayland, LLC | 30-0819132 |
| TSI 30 Broad Street, LLC | 46-5686787 |
| TSI 1231 3rd Avenue, LLC | 36-4788966 |
| TSI Elite Back Bay, LLC | 37-1767808 |
| TSI 555 6th Avenue, LLC | 46-4238513 |
| TSI Astor Place, LLC | 61-1843400 |
| TSI Massapequa, LLC | 36-4876291 |
| TSI Westboro Tennis, LLC | 32-0548423 |
| TSI - Studio City, LLC | 32-0556425 |
| TSI - Northridge, LLC | 36-4891666 |
| TSI - Irvine, LLC | 38-4062283 |
| TSI - San Jose, LLC | 61-1870502 |
| TSI - Alameda, LLC | 35-2617476 |
| TSI - Westlake, LLC | 38-4065018 |
| TSI - Valencia, LLC | 35-2619990 |
| TSI - Torrance, LLC | 30-1040164 |
| TSI - Topanga, LLC | 30-1042632 |
| TSI - Cal.Glendale, LLC | 36-4893001 |
| TSI Peabody, LLC | 37-1913596 |
| TSI Salisbury, LLC | 30-1141332 |
| TSI Methuen, LLC | 36-4914128 |
| TSI Pine Street, LLC | 37-1916577 |
| TSI-ATC Cape Coral, LLC | 30-1174876 |
| TSI-ATC Boyscout, LLC | 38-4107078 |
| TSI-ATC Alico Mission, LLC | 30-1171940 |
| TSI-ATC Beneva Road, LLC | 36-4927816 |
| TSI-ATC Ben Pratt, LLC | 36-4927817 |
| TSI-ATC Tamiami Trail, LLC | 30-1174829 |
| TSI - Lucille 38th Avenue, LLC | 32-0534621 |
| TSI - Lucille Austin Street, LLC | 61-1847853 |
| TSI - Lucille Clifton, LLC | 32-0534724 |

Debtor

TSI Bradford, LLC

Name

Case number (if known)

| | |
|-------------------------------------|------------|
| TSI - Lucille Kings Highway, LLC | 38-4040881 |
| TSI - Lucille Valley Stream, LLC | 32-0536228 |
| TSI Dupont II, LLC | 52-1887282 |
| TSI East 86, LLC | 13-4036613 |
| TSI Cash Management, LLC | 13-3607389 |
| TSI Hartsdale, LLC | 34-2011353 |
| TSI Sheridan, LLC | 13-3754408 |
| TSI West 38, LLC | 13-4046618 |
| TSI White Plains, LLC | 13-3965540 |
| TSI Giftco, LLC | 36-4785941 |
| TSI Holdings (CIP), LLC | 11-3465800 |
| TSI-ATC Holdco, LLC | 30-1166015 |
| TSI-HR 13 th Street, LLC | 30-1194317 |
| TSI-HR 45 th Street, LLC | 36-4936607 |
| TSI-HR 76 th Street, LLC | 32-0598093 |
| TSI-HR Whitehall Street, LLC | 61-1927953 |
| TSI Stoked, LLC | N/A |
| TSI Total Woman Holdco, LLC | 36-4889261 |
| TSI Placentia, LLC | 36-4892098 |
| TSI Holdings (IP), LLC | 52-1868513 |
| TSI Holdings (DC), LLC | 52-1786716 |
| TSI Georgetown, LLC | 13-4278506 |
| TSI University Management, LLC | 90-0238870 |
| TSI International, Inc. | 13-3433612 |
| TSI Holdings (MA), LLC | 80-0920973 |
| TSI Holdings (MD), LLC | 52-1483416 |
| TSI Holdings (NJ), LLC | 20-2118374 |
| TSI Colonia, LLC | 22-3598664 |
| TSI Holdings (PA), LLC | 23-2995708 |
| TSI Holdings (VA), LLC | 52-2103430 |
| TSI Beacon Street, LLC | 61-1712404 |
| TSI Clarendon, LLC | 22-3768520 |
| Town Sports International, LLC | 20-5047365 |
| TSI Holdings II, LLC | 61-1723368 |
| TSI Great Neck, LLC | 13-3525531 |
| TSI Mamaroneck, LLC | 13-3641775 |
| TSI East 59, LLC | 13-3748028 |
| TSI East 41, LLC | 13-3613114 |
| TSI Stamford Post, LLC | 06-1502470 |
| TSI 217 Broadway, LLC | 13-3986291 |
| TSI Rodin Place, LLC | 23-2961393 |
| TSI Syosset, LLC | 11-3465797 |
| TSI East Meadow, LLC | 11-3466828 |
| TSI Greenwich, LLC | 52-2160217 |
| TSI Market Street, LLC | 22-3767350 |
| TSI Huntington, LLC | 11-3525776 |

Debtor

TSI Bradford, LLC

Name

Case number (if known)

| | |
|-------------------------------------|------------|
| TSI Montclair, LLC | 20-2107290 |
| TSI Newbury Street, LLC | 22-3751072 |
| TSI Irving Place, LLC | 13-4132834 |
| TSI Woodmere, LLC | 11-3566906 |
| TSI West Newton, LLC | 22-3767340 |
| TSI West Nyack, LLC | 13-4182699 |
| TSI Somers, LLC | 13-4278507 |
| TSI Mercer Street, LLC | 80-0120952 |
| TSI Englewood, LLC | 20-5683446 |
| TSI East 48, LLC, LLC | 20-4459116 |
| TSI Midwood, LLC | 20-3602065 |
| TSI New Rochelle, LLC | 26-1150841 |
| TSI East Brunswick, LLC | 26-3322846 |
| TSI West End, LLC | 61-1706774 |
| TSI Summer Street, LLC | 38-3905395 |
| TSI Canton, LLC | 61-1742215 |
| TSI Bradford, LLC | 30-1141225 |
| TSI Lucille Jersey City, LLC | 38-4039904 |
| TSI Lucille Ralph Avenue, LLC | 30-0993919 |
| TSI Lucille St Nicholas Avenue, LLC | 30-0993947 |
| TSI Lucille 89th Street, LLC | 35-2597992 |
| TSI Lucille Astoria, LLC | 35-2598070 |
| TSI Lucille Bayshore, LLC | 61-1848728 |
| TSI Lucille Bronx, LLC | 35-2598281 |
| TSI Lucille Commack, LLC | 30-0994898 |
| TSI Lucille Holbrook, LLC | 61-1849015 |
| TSI Lucille Rockville Centre, LLC | 61-1849240 |
| TSI Lucille 42nd Street, LLC | 61-1849564 |
| TSI Silver Spring, LLC | 27-3988323 |
| TSI Woburn, LLC | 26-3299002 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TSI Bradford, LLC,

Debtor.

Chapter 11

Case No. 20-_____ (CSS)

**COMBINED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS
PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession, hereby states as follows:

1. TSI Bradford, LLC is 100% owned by TSI Holdings (MA), LLC.
2. TSI Holdings (MA), LLC is 100% owned by Towns Sports International, LLC.
3. Town Sports International, LLC is 100% owned by TSI Holdings II, LLC.
4. TSI Holdings II, LLC is 100% owned by Town Sports International Holdings, Inc.

The following is a list of all entities that directly or indirectly own 10% or more of any class of equity security interests in Town Sports International Holdings, Inc.:

| Equity Holder | Nature of Interest Held | Unit Holdings and % Ownership |
|----------------------|--------------------------------|--------------------------------------|
| Fitness TSI, LLC | Common Stock | 4,200,000 (14.13%) |

**WRITTEN CONSENT
OF THE
SOLE MEMBER
OF EACH OF
THE LIMITED LIABILITY COMPANIES
LISTED ON EXHIBIT A**

October 21, 2020

The undersigned, being the sole member (the “Member”) of each of the subsidiaries listed on Exhibit A attached hereto (each a “Company” and collectively, the “Companies”), hereby takes the following actions and adopts, approves, and consents to the following resolutions by written consent as of the date hereof:

WHEREAS, the Member has reviewed and considered the financial and operational condition of each Company, and the Companies’ business on the date hereof, including the assets of the Companies, and current and long-term liabilities of the Companies, and the recommendations of the Companies’ legal, financial, and restructuring advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, the Member has determined that it is in the best interests of the Companies and the Companies’ stakeholders, creditors, and other interested parties to commence a case under the provisions of chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT:

RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of each Company, the creditors of each Company, and other interested parties of each Company, that a voluntary petition (a “Petition”) be filed by each Company with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that John C. DiDonato of Huron Consulting Services LLC (“Huron”) is hereby appointed as Chief Restructuring Officer of each Company and Laura Marcero of Huron is hereby appointed as Deputy Chief Restructuring Officer of each Company, on the terms set forth in that certain Engagement Letter dated September 24, 2020; and it is further

RESOLVED, that the officers of each Company (each, an “Authorized Person” and collectively, the “Authorized Persons”) be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of each Company (i) to execute and verify a Petition and all documents ancillary thereto, and to cause such Petition to be filed with the Bankruptcy Court commencing a case (a “Bankruptcy Case” and collectively, the “Bankruptcy Cases”), and to make or cause to be made prior to the execution thereof any modifications to such Petition or ancillary documents, and (ii) to execute, verify, and file or cause to be filed all other petitions, schedules, lists, motions, applications,

declarations, affidavits, and other papers or documents necessary, appropriate, or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firms of Kirkland & Ellis LLP and Young Conaway Stargatt & Taylor, LLP be, and hereby are, authorized and empowered to represent each Company as bankruptcy counsel on the terms set forth in their respective engagement letters with Town Sports International, LLC, which are hereby ratified and approved, and to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights, including without limitation the preparation of certain documents to be filed simultaneously with such Company's Petition or during such Company's Bankruptcy Case; and it is further

RESOLVED, that Huron be, and hereby is, authorized and empowered to provide to each Company the CRO, Deputy CRO, along with additional personnel, as restructuring advisors on the terms set forth in that certain Engagement Letter, dated September 24, 2020, which is hereby ratified and approved, and to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations in connection with such Company's Bankruptcy Case; and it is further

RESOLVED, that Houlihan Lokey, Inc. be, and hereby is, authorized and empowered to serve as the financial advisor and investment banker to represent and assist each Company in connection with the sale of such Company's assets and in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations in connection with such Company's Bankruptcy Case; and it is further

RESOLVED, that Hilco Real Estate, LLC be, and hereby is, authorized and empowered to serve as the real estate advisor for each Company in connection with such Company's Bankruptcy Case; and it is further

RESOLVED, that Epiq Corporate Restructuring, LLC be, and hereby is, authorized and empowered to serve as the claims, noticing, solicitation and balloting agent and administrative advisor for each Company in connection with such Company's Bankruptcy Case; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized and empowered, on behalf of and in the name of each Company, to obtain post-petition financing according to terms substantially similar to those negotiated by the management of each Company prior to the Petition Date, including under debtor-in-possession credit facilities or relating to the use of cash collateral, if any, and to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such Bankruptcy Court-approved post-petition financing or cash collateral agreements, and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the

name of each Company, to secure the payment and performance of any such Bankruptcy Court-approved post-petition financing by (i) (a) pledging or granting liens or mortgages on, or security interests in, all or any portion of such Company's assets, including all or any portion of the issued and outstanding membership interests of any subsidiaries, whether now or hereafter acquired, and (b) causing its subsidiary to pledge or grant liens or mortgages or security interests in, all or any portion of such subsidiaries' assets, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into, including without limitation causing its subsidiaries to enter into such credit agreements, guarantees, other debt instruments, security agreements, pledge agreements, control agreements, inter-creditor agreements, mortgages, deeds of trust, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate, or desirable by the Authorized Persons executing the same, the execution thereof by such Authorized Persons to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, empowered, on behalf of and in the name of each Company, to perform the obligations of each Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices, and documents to be executed and delivered in such form, as the Authorized Persons performing or executing the same shall approve, and the performance or execution thereof by such Authorized Persons shall be conclusive evidence of the approval thereof by such Authorized Persons and by each Company; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination is, hereby authorized, directed, and empowered, in the name of and on behalf of each Company, to cause such Company to enter into, execute, deliver, certify, file, record and perform under such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, to pay all expenses, including filing fees, and to take such other actions as in the judgment of such Authorized Persons, shall be necessary, proper, and desirable to prosecute a successful completion of such Company's Bankruptcy Case and to effectuate the restructuring or liquidation of such Company's debts, other obligations, organizational form and structure and ownership of such Company, all consistent with the foregoing resolutions and to carry out and put into effect the purposes of which the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it is further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of each Company, to take such actions and execute and deliver such documents as may be required or as the Authorized Persons may determine to be necessary, appropriate, or desirable to carry out the intent and purpose of the foregoing resolutions or to obtain the relief sought thereby, including without limitation the execution and delivery of any petitions, schedules, lists, declarations, affidavits, and other papers or documents, with all such actions to be taken in such manner, and all such petitions, schedules, lists, declarations, affidavits, and other papers or

documents to be executed and delivered in such form as the Authorized Persons shall approve, the taking or execution thereof by any Authorized Persons being conclusive evidence of the approval thereof by the Authorized Persons; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts and transactions would have been authorized and approved by the foregoing resolutions except that such acts and transactions were taken prior to the adoption of these resolutions, be, and they hereby are, in all respects confirmed, approved, and ratified; and it is further

RESOLVED, that facsimile or photostatic copies of signatures to this consent shall be deemed to be originals and may be relied on to the same extent as the originals.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the sole member of each Company hereby executes this written consent effective as of the date first written above.

SOLE MEMBER:

TSI HOLDINGS (MA), LLC

By: /s/ John C. DiDonato

Name: John C. DiDonato

Its: Chief Restructuring Officer

EXHIBIT A

Companies

1. TSI Bradford, LLC
2. TSI Canton, LLC
3. TSI Newbury Street, LLC
4. TSI Summer Street, LLC
5. TSI West Newton, LLC
6. TSI Woburn, LLC

Fill in this information to identify the case:Debtor name: Town Sports International, LLC, et al.United States Bankruptcy Court for the: District of Delaware
(State)Case number (if known): 20-12168 (CSS) [joint administration requested] Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|----|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1. | ABC Realty 152 West 57th Street, 12th Floor New York, NY 10019 | Bill Harra (212) 307-0500, Ext. 226 bharra@abcmgmt.net | Rent And Other Related Amounts | Contingent, Disputed | | | \$1,255,433 |
| 2. | TFG Winter Street Property, LLC c/o Davis Marcus Management, Inc. 125 High Street, Ste 2111 Attn: Kevin Bransfield Boston, MA 02110-2704 | Mark Bush (617) 986-6341 mbush@thedaviscompanies.com Colin C. Macdonald (617) 986-6341 cmacdonald@thedaviscompanies.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$1,107,516 |
| 3. | Babson College Attn: Controller, Nichols Building Babson Park, MA 02157 | Steve Gusmini 781-239-5697 sgusmini@babson.edu | Rent And Other Related Amounts | Contingent, Disputed | | | \$1,081,644 |
| 4. | 575 Lex Property Owner, LLC PO Box 780236 Philadelphia, PA 19178-0236 | Monica Saavedra-Garcia 212-702-9824 Monica.SaavedraGarcia@columbia.reit | Rent And Other Related Amounts | Contingent, Disputed | | | \$962,495 |

| Name of creditor and complete mailing address, including zip code | | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|--|---|---|--|--|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 5. | Con Edison PO Box 1701 New York, NY 10116-1701 | Spero Poulimeros NUS Consulting Group 201-391-4300 spoulimeros@nusconsulting.com | Utilities | | | | \$948,248 |
| 6. | New Roc Parcel 1A, LLC Attn: Aaron Kosakowski 1720 Post Road Fairfield, CT 06824 | Marcia Nurse-Daniel 203-256-4066 Mnurse-daniel@ceruzzi.com and Louis Cappelli louis@icapelli.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$945,079 |
| 7. | Garth Organization 161 East 86th Street New York, NY 10019 | Daniel Friedland 212-586-8800 dan@garthorg.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$940,659 |
| 8. | Trea 350 Washington Street LLC 4400 W 78th St, Suite 200, Attn: Allison Barron Minneapolis, MN 55435 | Chris Daley 617 204 1030 Christopher.Daley@cbre.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$935,804 |
| 9. | Related Broadway Development, LLC 60 Columbus Circle, 19th Floor New York, NY 10023 | Debbie Bronisevsky 917-734-4868 Debbie.Bronisevsky@related.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$934,504 |
| 10. | Larstrand Corp. C/O ZKZ Assoc. - Friedland 500 Park Avenue New York, NY 10022 | Andrea Cardella 212-744-3300 ac@friedlandproperties.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$901,870 |

| Name of creditor and complete mailing address, including zip code | | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|---|--|---|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 11. | Lafayette-Astor Associates LLC P.O. Box 432 Emerson, NJ 07630 | Donna Vogel 212.431.9416 dsiciliani@gfpre.com; and Bibi Husseain 212-609-8030 BHusseain@gfpre.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$844,022 |
| 12. | Dobbs Ferry Shopping LLC C/O Philips International 295 Madison Avenue, 2nd Floor New York, NY 10017 | Maria Lange 212.951.3813 mlange@pihc.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$802,289 |
| 13. | Rock Mcgraw , Inc. 1221 Avenue of the Americas New York, NY 10020 | Jeffrey Kim 212 282 2031 jkim@rockefellergroup.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$771,951 |
| 14. | ARE-MA Region No. 75, LLC PO Box 975383 Dallas, TX 75397-5383 | Shelby McKenney 617-500-8703 smckenney@are.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$770,926 |
| 15. | Station Landing III LLC 2310 Washington Street Newton Lower Falls, MA 02462 | Chuck Landry and Jessica Pollack 617-559-5027 clandry@natdev.com jpollack@natdev.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$747,516 |
| 16. | Inland Diversified Real Estate Services, L.L.C 15961 Collections Center Drive Chicago, IL 60693-0139 | Jennifer Surber 317 713 5656 jsurber@kiterealty.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$741,231 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|-----|--|--|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 17. | SCF RC Funding IV LLC 47 Hulfish St, Suite 210 Princeton, NJ 08542 | Claudia Curto 609-285-2969 ccurto@essentialproperties.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$730,018 |
| 18. | Imperial Bag & Paper Company, LLC 255 Route 1 and 9 Jersey City, NJ 07306 | Virginia Wotman 201-437-7440 ext. 5104 virginia@imperialdade.com | Trade | | | | \$726,621 |
| 19. | 110 BP Property LLC 64 Beaver St., Suite 108 New York, NY 10004 | Jessica Eller 212.563.9200, Ext.135 jeller@hidrock.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$715,644 |
| 20. | DC USA Operating Co., LLC 2309 Frederick Douglass Blvd., 2nd Floor New York, NY 10027 | Steven A. Sterneck 212-678-4400 ext. 106 ssternack@gridproperties.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$700,013 |
| 21. | WMAP, LLC C/O The Shops At Atlas Park P.O. BOX 843383 Los Angeles, CA 90084-3383 | Joanna Grace Morrow (818) 265-7601 Jmorrow@onni.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$694,773 |
| 22. | Tolleson One, LLC 4012 Via Solano Palos Verdes Estates, CA 90274 | Chuck Grace 213-388-5416 cgrace@itcelectronics.com and Daniel B. Leon, Esq. 310-312-3289 dbl@msk.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$682,815 |
| 23. | Yorkville Towers Associates 1619 Third Ave. New York, NY 10128 | Diana Bosnjak 212.534.7771 x 136 dbosnjak@RYManagement.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$678,526 |

| | Name of creditor and complete mailing address, including zip code | Name, telephone number, and email address of creditor contact | Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts) | Indicate if claim is contingent, unliquidated, or disputed | Amount of unsecured claim | | |
|-----|---|---|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 24. | 200 Park LP General Post Office P.O. Box 27996 New York, NY 10087 | Jean Baptiste David 212-867-0750 JDavid@TishmanSpeyer.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$654,398 |
| 25. | Clearbrook Cross LLC c/o Robert Martin Company, LLC 100 Clearbrook Road Elmsford, NU 10523 | Customer Service 914-592-4800 customerservice@rmcdev.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$643,808 |
| 26. | T-C 501 Boylston Street LLC 14626 Collections Center Drive Chicago, IL 60693 | Devin O'Keeffe 617 247 3676 devin.o'keeffe@cbre.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$632,131 |
| 27. | 100 Duffy, LLC 102 Duffy Avenue Hicksville, NY 11801 | Ana Morgan 216-588-7141 Ana.Morgan@mynycb.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$606,288 |
| 28. | George Comfort & Sons, Inc. 200 Madison Ave, 26th Floor New York, NY 10016 | Anita Polczynska 212.542.2139 apolczynska@gcomfort.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$586,817 |
| 29. | Club Investors Group, LP Attention: Frank Napolitano 640 Spruce Street Philadelphia, PA 19106 | Frank Napolitano 215 341-6130 franknapolitanojr@gmail.com; | Rent And Other Related Amounts | Contingent, Disputed | | | \$567,894 |
| 30. | SOF-IX Blueback Square Holdings, L.P. P.O.BOX 75762 Baltimore, MD 21275-5762 | Vincent Banda 312.242.3184 vbanda@starwoodretail.com | Rent And Other Related Amounts | Contingent, Disputed | | | \$562,152 |

Fill in this information to identify the case and this filing:

Debtor Name TSI Bradford, LLC

United States Bankruptcy Court for the: _____ District of Delaware

(State)

Case number (*If known*): 20-

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration: Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/21/2020
MM / DD / YYYY

Is/ John C. DiDonato

Signature of individual signing on behalf of debtor

John C. DiDonato

Printed name

Chief Restructuring Officer
Position or relationship to debtor